

CARDINAL HEALTH INC
Form 4
May 12, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
NOTEBAERT RICHARD C

(Last) (First) (Middle)

1801 CALIFORNIA
STREET, SUITE 5200

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CARDINAL HEALTH INC [CAH]

3. Date of Earliest Transaction
(Month/Day/Year)

05/10/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
				Code V Amount (D) Price			
Common Shares					14,085	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. F Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Option (right to buy) <u>(1)</u>	\$ 33.209					12/01/1999	12/01/2009	Common Shares	4,517	
Option (right to buy) <u>(2)</u>	\$ 62.5					11/01/2000	11/01/2010	Common Shares	3,200	
Option (right to buy) <u>(2)</u>	\$ 63.9					11/07/2001	11/07/2011	Common Shares	3,912	
Option (right to buy) <u>(1)</u>	\$ 70.01					11/06/2002	11/06/2012	Common Shares	1,843	
Option (right to buy) <u>(2)</u>	\$ 70.01					11/06/2002	11/06/2012	Common Shares	1,728	
Option (right to buy) <u>(1)</u>	\$ 59					11/05/2003	11/05/2013	Common Shares	2,842	
Option (right to buy) <u>(2)</u>	\$ 59					11/05/2003	11/05/2013	Common Shares	2,242	
Option (right to buy) <u>(1)</u>	\$ 54.2					12/08/2004	12/08/2014	Common Shares	3,094	
Option (right to buy) <u>(2)</u>	\$ 54.2					12/08/2004	12/08/2014	Common Shares	2,441	
Option (right to buy) <u>(1)</u>	\$ 61.79					11/02/2006	11/02/2012	Common Shares	2,714	
Option (right to	\$ 61.79					11/02/2006	11/02/2012	Common Shares	684	

buy) ⁽²⁾

Phantom Stock ⁽³⁾	<u>(4)</u>	05/10/2006	A	260	<u>(4)</u>	<u>(4)</u>	Common Shares	260	\$
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOTEBAERT RICHARD C 1801 CALIFORNIA STREET SUITE 5200 DENVER, CO 80202	X			

Signatures

Richard C. Notebaert	05/10/2006
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<u> </u> Signature of Reporting Person	Date
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Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Stock option granted pursuant to the Cardinal Health, Inc. Equity Incentive Plan.
- (2) Stock option granted pursuant to the Cardinal Health, Inc. Outside Directors Equity Incentive Plan.
- (3) Phantom stock held under the Company's Deferred Compensation Plan.
- (4) Each share of phantom stock is the economic equivalent of one common share. The shares of phantom stock become payable, in cash or common shares, at the election of the reporting person, at least six months after termination from board service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.